

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

ZOHAR III, CORP., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-10512 (KBO)

Jointly Administered

LYNN TILTON, PATRIARCH PARTNERS  
VIII, LLC, PATRIARCH PARTNERS XIV,  
LLC, PATRIARCH PARTNERS XV, LLC,  
OCTALUNA, LLC; OCTALUNA II, LLC,  
AND OCTALUNA III, LLC,

Plaintiffs,

v.

Adv. Pro. No. 19-50390

MBIA INC., MBIA INSURANCE  
CORPORATION, U.S. BANK, N.A.,  
ALVAREZ & MARSAL ZOHAR  
MANAGEMENT, CREDIT VALUE  
PARTNERS, LP, BARDIN HILL  
INVESTMENT PARTNERS F/K/A  
HALCYON CAPITAL MANAGEMENT LP,  
COÖPERATIEVE RABOBANK U.A.,  
VÄRDE PARTNERS, INC., ASCENSION  
ALPHA FUND LLC, ASCENSION HEALTH  
MASTER PENSION TRUST, CAZ  
HALCYON OFFSHORE STRATEGIC  
OPPORTUNITIES FUND, L.P., BROWN  
UNIVERSITY, HCN LP, HALCYON  
EVERSOURCE CREDIT LLC, HLF LP,  
HLDR FUND I NUS LP, HLDR I TE LP,  
HLDR FUND I UST LP, HALCYON  
VALLÉE BLANCHE MASTER FUND LP,  
BARDIN HILL EVENT-DRIVEN MASTER  
FUND LP, PRAETOR FUND I, A SUB  
FUND OF PRAETORIUM FUND I ICAV,

<sup>1</sup> The Debtors, and, where applicable, the last four digits of their taxpayer identification number are as follows: Zohar III, Corp. (9612), Zohar II 2005-1, Corp. (4059), Zohar CDO 2003-1, Corp. (3724), Zohar III, Limited (9261), Zohar II 2005-1, Limited (8297), and Zohar CDO 2003-1, Limited (5119). The Debtors' address is c/o FTI Consulting, Inc., 1166 Avenue of the Americas, 15<sup>th</sup> Floor, New York, NY 10036.

HIRTLE CALLAGHAN TOTAL RETURN  
OFFSHORE FUND LIMITED, HIRTLE  
CALLAGHAN TOTAL RETURN  
OFFSHORE FUND II LIMITED, HIRTLE  
CALLAGHAN TRADING PARTNERS, L.P.,  
AND THIRD SERIES OF HDML FUND I  
LLC,

Defendants.

ZOHAR CDO 2003-1, LIMITED; ZOHAR II  
2005-1, LIMITED; and ZOHAR III,  
LIMITED; ZOHAR II 2005-1, CORP.;

Plaintiffs,

v.

Adv. Pro. No. 20-50534

PATRIARCH PARTNERS, LLC;  
PATRIARCH PARTNERS VIII, LLC;  
PATRIARCH PARTNERS XIV, LLC;  
PATRIARCH PARTNERS XV, LLC;  
PHOENIX VIII, LLC; OCTALUNA LLC;  
OCTALUNA II LLC; OCTALUNA III LLC;  
ARK II CLO 2001-1, LLC; ARK  
INVESTMENT PARTNERS II, LP; ARK  
ANGELS VII, LLC; PATRIARCH  
PARTNERS MANAGEMENT GROUP, LLC;  
PATRIARCH PARTNERS AGENCY  
SERVICES, LLC; and LYNN TILTON,

Defendants, and

180S, INC.; BLACK MOUNTAIN DOORS,  
LLC; CROSCILL HOME, LLC; DURO  
TEXTILES, LLC; GLOBAL AUTOMOTIVE  
SYSTEMS, LLC; HERITAGE AVIATION,  
LTD.; INTREPID U.S.A., INC.; IMG  
HOLDINGS, INC.; JEWEL OF JANE, LLC;  
MOBILE ARMORED VEHICLES, LLC;  
SCAN-OPTICS, LLC; SILVERACK, LLC;  
STILA STYLES, LLC; SNELLING  
STAFFING, LLC; VULCAN  
ENGINEERING, INC; and XPIENT  
SOLUTIONS, LLC,

Nominal Defendants.

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON FEBRUARY 22, 2022 AT 10:00 A.M. (ET)**

**THIS HEARING WILL BE CONDUCTED ENTIRELY OVER ZOOM  
AND REQUIRES ALL PARTICIPANTS TO REGISTER IN ADVANCE.  
COURTCALL WILL NOT BE USED TO DIAL IN.**

**Please use the following link to register for this hearing:**

**[https://debuscourts.zoomgov.com/meeting/register/vJltf-ygqD8oGGbcwhuV\\_TfBfASggOJuLO0](https://debuscourts.zoomgov.com/meeting/register/vJltf-ygqD8oGGbcwhuV_TfBfASggOJuLO0)**

**AFTER REGISTERING YOUR APPEARANCE BY ZOOM, YOU WILL RECEIVE A  
CONFIRMATION EMAIL CONTAINING INFORMATION ABOUT JOINING THE HEARING**

**RESOLVED MATTER**

1. Motion of U.S. Bank National Association for Entry of an Order Authorizing U.S. Bank National Association to File Under Seal the Limited Objection and Reservation of Rights of U.S. Bank National Association, as Indenture Trustee, Regarding Motion to Consolidate Patriarch Stakeholders Administrative Expense Claim with the Debtors Adversary Proceeding [D.I. 2995; 1/11/22]

**Related Documents:**

- A. Limited Objection and Reservation of Rights of U.S. Bank National Association, as Indenture Trustee, Regarding Motion to Consolidate Patriarch Stakeholders Administrative Expense Claim with the Debtors Adversary Proceeding [(SEALED) D.I. 2992; 1/11/22; (UNREDACTED) 3075; 2/17/22]
- B. Notice of Withdrawal [D.I. 3076; 2/17/22]

**Response Deadline:** February 15, 2022 at 4:00 p.m. (ET)

**Responses Received:** None as of this date

**Status:** This matter has been withdrawn.

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<sup>2</sup> All amendments appear in bold.

## **MATTERS GOING FORWARD**

2. Debtors' Amended and Supplemental Motion for Entry of an Order (A) Enforcing the Settlement Agreement and the Ankura Appointment Order Regarding Galey & Lord, LLC Docket No. 2611) and (B) Sanctioning Patriarch [(SEALED) D.I. 3022; 1/26/22; (REDACTED) [D.I. 3064](#); 2/9/22]

### **Related Documents:**

- A. Debtors' Motion for Entry of an Order Enforcing the Settlement Agreement and the Ankura Appointment Order Regarding Galey & Lord, LLC and for Related Relief [(SEALED) D.I. 2611; 6/8/21; (REDACTED) [D.I. 2667](#); 7/14/21]

**Response Deadline:** February 10, 2022 at 4:00 p.m. (ET); Extended for Ankura Trust Company; Extended to February 17, 2022 at 10:00 a.m. (ET) for Patriarch Stakeholders

### **Responses Received:**

- B. Patriarch's Objection to Debtors' Motion for Entry of an Order Enforcing the Settlement Agreement and the Ankura Appointment Order Regarding Galey & Lord, LLC and for Related Relief [(SEALED) D.I. 2622; 6/15/21; (REDACTED) [D.I. 2747](#); 8/13/21]
- C. Debtors' Preliminary Reply to Patriarch's Objection to Debtors' Motion for Entry of an Order Enforcing the Settlement Agreement and the Ankura Appointment Order Regarding Galey & Lord, LLC and for Related Relief [(SEALED) D.I. 2626; 6/17/21; (REDACTED) [D.I. 2670](#); 7/14/21]
- D. Patriarch's Objection to Debtors' Amended and Supplemental Motion for Entry of an Order (A) Enforcing the Settlement Agreement and the Ankura Appointment Order Regarding Galey & Lord, LLC and for Related Relief (Docket 2611) and (B) Sanctioning Patriarch [D.I. 3074; 2/17/22; (REDACTED) D.I. TBD; TBD]

**Status:** This matter is going forward as a status conference.

3. Debtors' Motion Pursuant to Local Rule 9019-5(d) (I) to Strike Certain Portions of the Patriarch Claim and Motion to Consolidate and (II) for a Protective Order Precluding Discovery and Introduction of Protected Mediation Information [(SEALED) D.I. 3040; 1/26/22; (REDACTED) D.I. TBD; TBD]

### **Related Documents:**

- A. Debtors' Preliminary Objection to Patriarch Stakeholders' Request for Payment of Administrative Expense Claim [(SEALED) D.I. 3041; 1/26/22; (REDACTED) TBD; TBD]

Response Deadline:

February 14, 2022 at 4:00 p.m. (ET)

Responses Received:

- B. Patriarch Stakeholders' Objection to Debtors' Motion Pursuant to Local Rule 9019-5(d) (I) to Strike Certain Portions of the Patriarch Claim and Motion to Consolidate and (II) for a Protective Order Precluding Discovery and Introduction of Protected Mediation Information [(SEALED) D.I. 3070; 2/14/22; (REDACTED) TBD; TBD]
- C. Debtors' and Independent Director's Reply in Support of Motion Pursuant to Local Rule 9019-5(d) (I) to Strike Certain Portions of the Patriarch Claim and Motion to Consolidate and (II) for a Protective Order Precluding Discovery and Introduction of Protected Mediation Information [(SEALED) D.I. 3079; 2/17/22; (REDACTED) D.I. TBD; TBD]

Additional Documents:

- D. Debtors' Motion for an Order, Pursuant to Local Rule 9006-1(d), Granting Debtors Leave and Permission to File the Reply in Support of Debtors' Motion Pursuant to Local Rule 9019-5(d) (I) to Strike Certain Portions of the Patriarch Claim and Motion to Consolidate and (II) for a Protective Order Precluding Discovery and Introduction of Protected Mediation Information [[D.I. 3080](#); 2/17/22]
- E. **Order, Pursuant to Local Rule 9006-1(d), Granting Debtors Leave and Permission to File the Reply in Support of Debtors' Motion Pursuant to Local Rule 9019-5(d) (I) to Strike Certain Portions of the Patriarch Claim and Motion to Consolidate and (II) for a Protective Order Precluding Discovery and Introduction of Protected Mediation Information [[D.I. 3084](#); 2/17/22]**

Status: The Debtors have filed motion for leave to file a reply. This matter is going forward.

- 4. Debtors' Motion for an Order Establishing a Schedule and Certain Protocols in Connection with the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation of the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code for Zohar III, Corp. and Its Affiliated Debtors [[D.I. 3059](#)/Adv. Case No. 19-50390 D.I. 174; 2/8/22]

Related Documents:

- A. Notice of Filing of Revised Proposed Order Establishing a Schedule and Certain Protocols in Connection with the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation of the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code for Zohar III, Corp. and Its Affiliated Debtors [[D.I. 3077](#); 2/17/22]

Response Deadline: February 15, 2022 at 4:00 p.m. (ET)

Responses Received:

- B. Limited Objection and Reservation of Rights of U.S. Bank National Association to the Debtors' Motion for an Order Establishing A Schedule and Certain Protocols in Connection with the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation for the Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code for Zohar III, Corp. and its Affiliated Debtors [[D.I. 3071](#)/Adv. Case No 19-50390 D.I. 182; 2/15/22]
- C. Patriarch Stakeholders' Objection to Debtors' Motion for an Order Establishing a Schedule and Certain Protocols in Connection With the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation of the Joint Plan of Liquidation under Chapter 11 of the Bankruptcy Code for Zohar III, Corp. and its Affiliated Debtors [[D.I. 3072](#)/Adv. Case No. 19-50390 D.I. 183; 2/15/22]
- D. Statement and Reservation of Rights of Alvarez & Marsal Zohar Management Regarding Debtors' Motion for an Order Establishing a Schedule and Certain Protocols in Connection with the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation of the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code for Zohar III, Corp. and Its Affiliated Debtors [Adv. Case No. 19-50390 [D.I. 184](#); 2/15/22]
- E. **Statement of Defendants MBIA Inc. and MBIA Insurance Corporation in Reply to the Patriarch Stakeholders' Objection to the Debtors' Motion for an Order Establishing a Schedule and Certain Protocols in Connection with the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation of the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code for Zohar III, Corp. and Its Affiliated Debtors [[D.I. 3083](#)/Adv. Case No. 19-50390 D.I. 187; 2/17/22]**

Additional Documents:

- F. **Defendants MBIA Inc.'s and MBIA Insurance Corporation's Motion for Leave to File Late Reply to the Patriarch Stakeholders' Objection to the Debtors' Motion for an Order Establishing a Schedule and Certain Protocols in Connection with the Pending Equitable Subordination Proceeding, the Patriarch Administrative Claim, and Confirmation of the Joint Plan of Liquidation [[D.I. 3085](#)/Adv. Case No. 19-50390 D.I. 189; 2/17/22]**

Status: This matter is going forward.

**MATTER GOING FORWARD WITH ORAL ARGUMENT**

5. Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint [(SEALED) Adv. Case No. 20-50534 D.I. 131; 10/15/21; (REDACTED) D.I. TBD; TBD]

Related Documents:

- A. First Amended Complaint [(SEALED) Adv. Case No. 20-50534 D.I. 125; 9/1/21; (REDACTED) Adv. Case No. 20-50534 [D.I. 129](#); 10/1/21]
- B. Declaration of Theresa Trzaskoma in Support of Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint [(SEALED) Adv. Case No. 20-50534 D.I. 132; 10/15/21; (REDACTED) D.I. TBD; TBD]
- C. Order Approving Stipulation Regarding Scheduling [Adv. Case No. 20-50534 [D.I. 135](#); 10/25/21]
- D. Declaration of Ryan Bartley in Support of Zohar Funds' Brief in Opposition to Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint [Adv. Case No. 20-50534 D.I. 138; 11/24/21]
- E. Notice of Completion of Briefing [Adv. Case No. 20-50534 [D.I. 145](#); 12/27/21]
- F. Order Authorizing the Filing of Portions of the Zohar Funds' Brief in Opposition to Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint Under Seal [Adv. Case No. 20-50534 [D.I. 146](#); 12/28/21]
- G. Request for Oral Argument in Connection with Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint [Adv. Case No. 20-50534 [D.I. 148](#); 12/30/21]

Response Deadline: November 24, 2021

Responses Received:

- H. Zohar Funds' Brief in Opposition to Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint [(SEALED) Adv. Case No. 20-50534 D.I. 137; 11/24/21; (REDACTED) [D.I. 140](#); 12/6/21]
- I. Reply in Further Support of Defendants' Motion to Dismiss and Defendants' Motion to Strike Certain Material from the Amended Complaint [(SEALED) Adv. Case No. 20-50534 D.I. 144; 12/23/21; (REDACTED) D.I. TBD; TBD]

Status: This matter is going forward with oral argument.

Dated: February 18, 2022  
Wilmington, Delaware

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